

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: AGILON ENERGY HOLDINGS II LLC, <i>et al.</i> <p style="text-align: center;">Debtors.¹ </p>	§ § § § § § §	Chapter 11 Case No. 21-32156 (MI) (Jointly Administered)
---	---------------------------------	---

**DEBTORS' NOTICE TO EXPAND THE SCOPE OF TATESWOOD ENERGY
COMPANY, LLC'S RETENTION, EFFECTIVE OCTOBER 7, 2021**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this notice was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this notice was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

PLEASE TAKE NOTICE that on August 12, 2021, Agilon Energy Holdings II LLC, Victoria Port Power LLC, and Victoria City Power LLC (collectively, the “**Debtors**”) filed their *Motion for Order, Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code, (I) Authorizing the Debtors to Retain Tateswood Energy Company, LLC to provide General Asset Management Services and (II) Approving the Agreement Related Thereto* [Docket No. 117] (the “**Retention Application**”).

PLEASE TAKE FURTHER NOTICE that on September 10, 2021, the Court authorized the Debtors to retain and employ Tateswood Energy Company, LLC (“**Tateswood**”) to provide general asset management services as set forth in the Asset Management Agreement attached to the Order, effective as of July 13, 2021 [Docket No. 216] (the “**Retention Order**”).

PLEASE TAKE FURTHER NOTICE that the Retention Order provided the following mechanism for approval of expansion of the scope of Tateswood’s services or compensation arrangement:

To the extent the Debtors wish to expand the scope of Tateswood’s services or compensation arrangement as set forth in the Engagement Agreement or this Order, the Debtors shall be required to seek further approval from this

¹ The debtors and debtors in possession these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Agilon Energy Holdings II LLC (3389), Case No. 21-32156; Victoria Port Power LLC (4894), Case No. 21-32157; and Victoria City Power LLC (4169), Case No. 21-32158. The Debtors’ mailing address is: 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

Court. The Debtors shall file notice of any proposed additional services or compensation change and any underlying engagement agreement with the Court and serve such notice on the U.S. Trustee, the Committee, and any party requesting notice under Bankruptcy Rule 2002. If no such party files an objection within 21 days of the Debtors filing such notice, the additional services or compensation change and any underlying engagement agreement may be approved by the Court by further order without further notice or hearing. [Retention Order ¶ 8].

PLEASE TAKE FURTHER NOTICE that the Debtors have determined that expanding Bateswood's scope of services to include gathering and providing certain information as requested by potential buyers is necessary and in the best interests of the estates.

PLEASE TAKE FURTHER NOTICE that the proposed amendment to the Asset Management Agreement is attached hereto as **Exhibit 1** (the "***Amendment***") and sets out the following provisions:

1. Bateswood shall provide the following additional services (collectively, the "***Additional Services***"):
 - i. Preparing and submitting responses to due diligence questions from potential purchasers;
 - ii. Uploading of facility-related information to the virtual data room as requested by potential purchasers and the organizing of such information; and
 - iii. Organizing and attending Facility site visits by potential purchasers.
2. The compensation structure for providing the Additional Services (the "***Additional Compensation Structure***") is composed of an additional flat monthly fee as follows:

<u>Monthly Fee:</u>	\$17,500 per month. The monthly fee will be paid directly to Bateswood.
----------------------------	---
3. The Additional Compensation Structure will be in addition to the Compensation Structure approved in the Retention Order.
4. The Effective Date of the Amendment will be October 7, 2021.
5. The Debtors may cancel the Amendment upon providing seven (7) days prior written notice to Bateswood.

PLEASE TAKE FURTHER NOTICE that pursuant to the Retention Order, the Debtors hereby file this Notice and request the Court approve the expansion of the scope of Tateswood's services and compensation arrangement as set forth herein and in the Amendment.

PLEASE TAKE FURTHER NOTICE that pursuant to the Retention Order, if you object to the expansion of Tateswood's services or compensation arrangement, you must file an objection within twenty-one days from the date of this Notice. Otherwise, the Court may approve the Amendment without further notice or hearing.

The Debtors respectfully request that the Court (i) enter a proposed order in substantially the same form as that submitted with this Notice expanding the scope of Tateswood's services and compensation arrangement as set forth herein and (ii) provide such other relief as the Court deems appropriate and just.

Dated: October 19, 2021

/s/ Simon R. Mayer
Elizabeth M. Guffy
Texas Bar No. 08592525
Simon R. Mayer
Texas Bar No. 24060243
LOCKE LORD LLP
600 Travis St., Suite 2800
Houston, TX 77002
Telephone: (713) 226-1200
Facsimile: (713) 223-3717
Email: eguffy@lockelord.com
simon.mayer@lockelord.com

*Attorneys for
Agilon Energy Holdings II LLC, et al.*

Certificate of Service

I hereby certify that a true and correct copy of the foregoing pleading was served electronically through the Court's ECF system on October 19, 2021, on all parties registered for electronic service.

/s/ Simon R. Mayer
Simon R. Mayer